

Number of Company 32,311

passing of the Resolution passed on 15th
April 1987 *Paul* Director.

The Companies Acts, 1862 to 1886,
and
The Companies Acts, 1948 and 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

HOME BREWERY COMPANY LIMITED

now HOME BREWERY PLC
(As amended by Directors Resolution 17.2.82)

INCORPORATED THE 29th DAY OF AUGUST, 1890

Solicitors
BERNARD WRIGHT & CURSHAM,
NOTTINGHAM

Derry and Sons Limited, Printers, Nottingham

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15/11/87
COMPANIES DEPARTMENT

DWC BBW

COMPANY LIMITED BY SHARES

Memorandum of Association

OF THE

**HOME BREWERY COMPANY
LIMITED**

(As altered by Special Resolution passed on the 31st day of August, 1950)

now HOME BREWERY PLC

(As amended by Directors Resolution 17.2.82)

1st ~~The name of the Company is the "HOME BREWERY COMPANY LIMITED."~~ now "HOME BREWERY PLC"

2nd The Registered Office of the Company will be situate in England.

3rd The objects for which the Company is established are:—

(1) To carry on business as brewers, maltsters, coopers or cask makers, corn merchants, distillers, yeast merchants, hop merchants, wine and spirit merchants and importers, manufacturers of aerated and mineral waters and other drinks, licensed victuallers, hotel keepers, beer house keepers, restaurant keepers, lodging-house keepers, farmers, dairymen, ice makers and merchants, tobacconists, brick makers, bottle makers, bath keepers, and to manufacture, buy, sell, manipulate, and deal (both wholesale and retail) in articles or commodities of all kinds which can conveniently be dealt in by the Company in connection with any of its objects, and to carry on any other businesses whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects, or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.

(2) To lay out land for building purposes, and to build on, improve, let on building leases, advance money to persons building, or otherwise develop the same in such manner as may seem expedient to the Company's interests.

(3) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, concessions, and the like, conferring an exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of or otherwise turn to account the property, rights, and information so acquired.



(4) To purchase or otherwise acquire, and undertake all or any part of the business, property, and liabilities of any person or company carrying on any business which this

COMPANIES REGISTRATION

Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

- (5) To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railway branches or sidings, bridges, reservoirs, canals, wharves, watercourses, hydraulic works, gas works, electric works, factories, warehouses, and other works and conveniences which may seem directly or indirectly conducive to any of the Company's objects, and to contribute to, subsidise, or otherwise assist or take part in any such operations,
- (6) To enter into any arrangement with any Government or authorities, supreme, municipal, local, or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges that may seem conducive to the Company's objects, or any of them.
- (7) To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concession, or co-operation with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold Shares or Stock in or securities of, and to subsidise or otherwise assist any such Company, and to sell, hold, re-issue with or without guarantee, or otherwise, deal with such Shares or securities.
- (8) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being; and in particular any land, buildings, easements, licences, patents, machinery, ships, barges, rolling stock, plant, and stock-in-trade.
- (9) To grant pensions, allowances, gratuities and bonuses to, and to establish and maintain, either alone or in conjunction with any subsidiary or allied companies and either directly or through the medium of any Insurance Society or Company, any contributory or non-contributory schemes or funds for the provision of pensions, life insurance, superannuation or other benefits for any officers or employees or ex-officers or ex-employees of the Company or of any subsidiary or allied company, or the wives, widows, families and dependents of any such persons; and to establish, subscribe to and support, or aid in the establishment or support of any clubs establishments associations institutions funds and trusts considered calculated to benefit any such persons or otherwise to advance the interests of the Company or its subsidiary or allied companies.
- (10) To subscribe or guarantee money to or for:—
 - (a) any society association body or fund (trade political or of any other description) having objects or

purposes considered calculated directly or indirectly to benefit or further the objects of, or prevent detriment to, the Company; and

- (b) any national local charitable benevolent public general or useful object or any exhibition or any purpose considered calculated directly or indirectly to further the objects of the Company.
- (10A) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular stocks, shares or securities of any other Company.
- (11) To promote any other company for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (12) To invest and deal with the monies of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.
- (13) To lend money to such parties and on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by Members of or persons having dealings with the Company, and to draw, accept, indorse, and issue bills of exchange, promissory notes, warrants, and other negotiable or transferable instruments, and to allow customers and others to draw on the Company to such extent and on such terms as may be arranged; to receive money on deposit at interest or otherwise, and to discount bills, and generally to carry on business as bankers.
- (13A) To guarantee the performance of the obligations of, and the payment of the capital and principal of, and dividends and interest on, any stock, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this Company or the interests of its members.
- (14) To obtain any provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution.
- (15) To raise, or borrow, or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by mortgage or by issue of Debentures or Debenture Stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Company, both present and future, including its uncalled Capital.
- (16) * * * * *
- (17) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or

otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise.

(18) * * * * *

(19) To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this clause, when not used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.

4th The liability of the Members is limited.

5th †The Capital of the Company is Four Hundred Thousand Pounds, divided into Four Thousand Shares of One Hundred Pounds, with power to attach to any Shares in the original or increased Capital any preferential, special, or qualified rights, privileges or conditions.

6th The Company shall be a Public Company

*Sub-Clauses (16) and (18) were deleted by Special Resolution passed on the 31st day of August, 1950.

† 1. On 12th December, 1914, the authorised Capital of the Company was increased by £84,000 being 840 preference shares of £100 each, additional to the 2,000 preference shares of £100 each in the original capital.

2. On 10th December, 1920, all the shares of £100 each were subdivided into 100 shares of £1 each.

3. On 10th December, 1920, the authorised Capital of the Company was increased by £200,000 represented by 200,000 Ordinary Shares of £1 each.

4. On 29th June, 1950, each of the Ordinary Shares of £1 each was subdivided into four shares of 5/- each.

5. On 31st August, 1950, the authorised Capital was increased by £50,000 represented by 200,000 Ordinary Shares of 5/- each.

6. On 31st August, 1950, the authorised Capital of the Company was increased to £734,000 represented by 284,000 Preference shares of £1 each and 1,800,000 Ordinary shares of 5/- each.

7. On 28th October, 1954, the authorised Capital of the Company was increased to £3,000,000 by the creation of 1,216,000 5½ per cent Cumulative Preference Shares of £1 each, 1,800,000 Ordinary Shares of 5/- each and 600,000 Unclassified Shares of £1 each.

8. On 28th October, 1954, the 6 per cent Cumulative Preference Shares were converted into an equal number of 5½ per cent Cumulative Preference Shares of £1 each.

9. On 3rd June, 1957, the rate of the fixed cumulative dividend payable to the holders of the 5½ per cent Cumulative Preference Shares of £1 each in the Capital of the Company was increased to 5¾ per cent per annum.

10. On 3rd June, 1957, 300,000 Unclassified Shares of £1 each in the Capital of the Company were re-classified as 300,000 5¾ per cent Cumulative Preference Shares of £1 each.

11. On 1st October, 1963, the authorised Capital of the Company was increased to £3,600,000 by the creation of an additional 2,400,000 Ordinary Shares of 5/- each.

12. On 9th June, 1970, 1,500,000 of the unissued Ordinary Shares of 5/- each in the Capital of the Company were re-classified as and converted into 1,500,000 "S" Ordinary Shares of 5/- each.

13. "On 15th April, 1987:—

(i) the authorised capital of the Company was increased to £6,500,000 by the creation of 11,600,000 ordinary shares of 25p each;

(ii) the 300,000 existing unclassified shares of £1 each were sub-divided into 1,200,000 shares of 25p each and such shares were classified as ordinary shares."

The Companies Acts 1948 and 1967

COMPANY LIMITED BY SHARES

Articles of Association
OF
HOME BREWERY COMPANY
LIMITED

(As adopted by Special Resolution passed on the 31st day of August, 1950, and incorporating all the alterations made from time to time by Extraordinary or Special Resolutions or by Order of Court up to the 30th day of September, 1970)

now HOME BREWERY PLC
(As amended by Directors Resolution 17.2.82)

1. The regulations in Table A in the First Schedule to The Companies Act, 1862, and the regulations contained in Table A in the First Schedule to The Companies Act, 1948, shall not apply to the Company except so far as the same are repeated or contained in these Articles or other the Articles of Association of the Company from time to time in force.

INTERPRETATION

2. In these Articles: now Home Brewery PLC

"The Company" means HOME BREWERY COMPANY LIMITED.

"Paid up" includes credited as paid up.

"Dividend" includes Bonus.

"The Act" means The Companies Act 1948.

"The Seal" means the Common Seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof for the time being in force.

EXISTING SHARE CAPITAL OF THE COMPANY

3. As at the 30th day of September, 1970, the Share Capital of the Company is divided into and consists of One Million Eight



6
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7
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3 (contd.). As at 15th April, 1987 1,500,000 5½% cumulative preference shares of £1 each; 1,500,000 "S" ordinary shares each and 17,300,000 ordinary shares of 25p each.

Hundred Thousand 5½ per cent. Cumulative Preference Shares of One Pound each (hereinafter referred to as "the existing Preference Shares"). Four Million Five Hundred Thousand Ordinary Shares of Five Shillings (25p) each, One Million Five Hundred Thousand "S" Ordinary Shares of Five Shillings (25p) each, and Three Hundred Thousand Unclassified Shares of One Pound each.

4(A). The 5½ per cent Cumulative Preference Shares of £1 each in the capital of the Company shall confer upon the holders thereof the following rights and privileges:

(A) *Dividend*

The profits which the Company may determine to distribute in respect of any financial year shall be applied first in paying to the holders of the 5½ per cent Cumulative Preference Shares a fixed cumulative dividend at the rate of 5½ per cent per annum on the amounts paid up or credited as paid up on such shares.

(B) *Capital*

On a return of capital on liquidation or otherwise the assets of the Company available for distribution after payment of its liabilities shall be applied first in repaying the holders of the 5½ per cent Cumulative Preference Shares the amounts paid up or credited as paid up on such shares, together with a sum equal to any arrears or deficiency of the fixed dividend thereon to be calculated down to the date of the return of capital and to be payable whether or not such dividend has been declared or earned and together also with the prescribed sum as hereinafter defined.

The prescribed sum hereinbefore referred to shall be whichever is the greater of the following:

- (i) the sum of Three Shillings, or
- (ii) the amount (as certified by the Auditors for the time being of the Company) of the excess over par of the average of the respective means of the daily nominal quotations for the shares on The Stock Exchange, London, during the six months preceding the date of the commencement of the winding up in the case of a compulsory winding up, or in the case of a voluntary winding up or of a reduction of capital, the date of the notice convening the meeting to pass the resolution for winding up or reduction of capital as the case may be, and so that in the event of a reduction of capital involving repayment of a part only of the capital paid up or credited as paid up on the shares, a proportionate part of the prescribed sum shall be payable. The 5½ per cent Cumulative Preference Shares shall not be entitled to any further participation in any surplus assets of the Company available for distribution.

(C) *Modification of Rights*

The special rights attached to the 5½ per cent Cumulative Preference Shares may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of winding up with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of the Articles of Association of the

Company relating to General Meetings of the Company or to proceedings thereat shall *mutatis mutandis* apply except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of that class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those holders who are present in person or by proxy shall be a quorum) and the holders of the shares of that class shall, on a poll, have one vote in respect of every share of that class held by them respectively.

The special rights attached to the 5 $\frac{3}{4}$ per cent Cumulative Preference Shares shall be deemed to be modified by any of the following:

- (i) the creation or issue of further shares ranking in priority to or *pari passu* with the 1,800,000 5 $\frac{3}{4}$ per cent Cumulative Preference Shares of £1 each, or
- (ii) the repayment of any paid up Ordinary Share Capital of the Company, or
- (iii) the alteration of the provisions of the Memorandum of Association of the Company with respect to the objects of the Company.

(D) *Voting*

The Articles of Association of the Company relating to votes of members shall apply to the holders of the 5 $\frac{3}{4}$ per cent Cumulative Preference Shares provided that such 5 $\frac{3}{4}$ per cent Cumulative Preference Shareholders shall be entitled to receive notices of General Meetings of the Company but shall not have the right to attend or vote at General Meetings unless, at the date when the notice convening the meeting is sent out, the fixed preferential dividend on the 5 $\frac{3}{4}$ per cent Cumulative Preference Shares is six months in arrear or the business of the meeting includes a resolution for winding up the Company or sanctioning a sale of its undertaking. For the purpose of this provision the fixed preferential dividend shall be deemed to be payable half-yearly on the 31st March and 30th September in each year.

(E) *Unissued 5 $\frac{3}{4}$ per cent Cumulative Preference Shares*

None of the 5 $\frac{3}{4}$ per cent Cumulative Preference Shares remaining unissued shall be issued except for cash or in consideration of the transfer of assets to the Company or with the sanction of an Ordinary Resolution passed at a separate meeting of the holders of the 5 $\frac{3}{4}$ per cent Cumulative Preference Shares.

4(b). The "S" Ordinary Shares of Five Shillings (25p) each shall rank *pari passu* in all respects with the existing Ordinary Shares of Five Shillings (25p) each in the capital of the Company except that the holders of such "S" Ordinary Shares of Five Shillings (25p) each shall be entitled on a poll to 5 votes for each such "S" Ordinary Share of Five Shillings (25p) each held.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, any Share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise as the Company may from time to time by Ordinary Resolution determine.

6. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the Shares may by Special Resolution determine.

7. The rights and privileges attached to any class of Shares other than the existing Preference Shares (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be modified or dealt with with the consent in writing of the holders of three fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall apply (but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued Shares of the class but so that if at any adjourned Meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that any holder of Shares of the class present in person or by proxy may demand a poll.

8. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, except in the case of the existing Preference Shares, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be modified or dealt with by the creation or issue of further Shares ranking *pari passu* therewith.

9. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of the commission shall not exceed the rate of ten per cent of the price at which the Shares in respect whereof the same is paid are issued or an amount equal to ten per cent of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.

10. Except as required by law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any Share or any interest in any fractional part of a Share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

11. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one Certificate for all his Shares or several Certificates each for one or more of his Shares upon payment of Two Shillings and Sixpence for every Certificate after the first or such less sum as the Directors shall from time to time determine, provided that where a member has sold a part of the Shares comprised in his holding he shall be entitled to a Certificate for the balance of the Shares retained by him without charge. Every Certificate shall be under the Seal and bear the autographic signatures of two Directors and the Secretary, and shall

specify the Shares to which it relates and the amount paid up thereon; Provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue more than one Certificate, and delivery of a Certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.

12. If a Share Certificate be defaced, lost, or destroyed, it may be renewed on payment of a fee of One Shilling or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

13. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its Shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 54 (1) of the Act.

LIEN

14. The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares (other than fully paid Shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to all Dividends payable thereon.

15. The Company may sell, in such manner as the Directors think fit, any Shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the person entitled thereto by reason of his death or bankruptcy.

16. To give effect to any such sale the Directors may authorise some person to transfer the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

17. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the same) be paid to the person entitled to the Shares at the date of the sale.

CALLS ON SHARES

18. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their Shares (whether

on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Shares. A call may be revoked or postponed as the Directors may determine.

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.

20. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

21. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

22. Any sum which by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

23. The Directors may, on the issue of Shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

24. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any Shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such a rate not exceeding (unless the Company in General Meeting shall otherwise direct) Five per centum per annum, as may be agreed upon between the Directors and the Member paying such sum in advance.

TRANSFER OF SHARES

25. The instrument of transfer of any Share shall be executed by or on behalf of the transferor and transferee, and, except as provided by Sub-Paragraph (4) of Paragraph 2 of the Seventh Schedule to the Act, the transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.

26. Subject to such of the restrictions of these Articles as may be applicable, any Member may transfer all or any of his Shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

27. The Directors may decline to register the transfer of a Share (not being a fully paid Share) to a person of whom they shall not approve, and they may also decline to register the transfer of a Share on which the Company has a lien.

28. The Directors may also decline to recognise any instrument of transfer unless:

- (A) a fee of Two Shillings and Sixpence or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof;
- (B) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
- (C) the instrument of transfer is in respect of only one class of Share.

29. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

30. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

31. The Company shall be entitled to charge a fee not exceeding Two Shillings and Sixpence on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

TRANSMISSION OF SHARES

32. In the case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the Shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share which had been jointly held by him with other persons.

33. Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy, as the case may be.

34. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the Share. All the limitations, restrictions, and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or

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bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

35. A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to Meetings of the Company; Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all Dividends, Bonuses, or other moneys payable in respect of the Share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

36. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

37. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited.

38. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

39. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

40. A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares, together with interest thereon from the time of forfeiture until payment at the rate of Ten per centum per annum, but his liability shall cease if and when the Company shall have received payment in full of the nominal amount of such Shares. The Directors may remit the payment of such interest or any part thereof.

41. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any sale or disposition thereof, and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of, and he shall thereupon be registered as the holder of the Share, and shall not be

bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the Share.

42. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

43. The Company may by Ordinary Resolution convert any paid up Shares into Stock, and reconvert any Stock into paid up Shares of any denomination.

44. The holders of Stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations as and subject to which the Shares from which the Stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of Stock transferable, but so that such minimum shall not exceed the nominal amount of the Shares from which the Stock arose.

45. The holders of Stock shall, according to the amount of Stock held by them, have the same rights, privileges, and advantages as regards Dividends, voting at Meetings of the Company and other matters as if they held the Shares from which the Stock arose, but no such privilege or advantage (except participation in the Dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of Stock which would not, if existing in Shares, have conferred that privilege or advantage.

46. Such of the regulations of the Company as are applicable to paid up Shares shall apply to Stock, and the words "Share" and "Shareholder" therein shall include "Stock" and "Stockholder."

ALTERATION OF CAPITAL

47. The Company may from time to time by Ordinary Resolution increase the Share Capital by such sum, to be divided into Shares of such amount, as the resolution shall prescribe.

48. The Company may by Ordinary Resolution:

- (A) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
- (B) sub-divide its existing Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions of Section 61 (1) (d) of the Act;
- (c) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

49. The Company may by Special Resolution reduce its Share Capital, any Capital Redemption Reserve Fund, or any Share Premium Account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

50. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

51. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

52. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

53. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in General Meeting to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

54. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

55. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a Dividend, the consideration of the Accounts, Balance Sheets, and the reports of the Directors and Auditors, the election of Directors in place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.

56. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, three Members present in person shall be a quorum.

57. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall

stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

58. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting, or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the Meeting.

59. If at any Meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman of the Meeting.

60. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

61. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (A) by the Chairman; or
- (B) by at least three Members present in person or by proxy; or
- (C) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the Meeting; or
- (D) by a Member or Members holding Shares in the Company conferring a right to vote at the Meeting being Shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the Shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

62. Except as provided in Article 64, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

63. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

VOTES OF MEMBERS

65. Subject to the next succeeding Article and to any rights or restrictions for the time being attached to any class or classes of Shares or Stock, on a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote for each Share of which he is the holder and one vote for each Five Shillings (25p) of Stock of which he is the holder.

66. The holders of the existing Preference Shares shall have the voting rights conferred upon them by Article 4(A)(d) hereof.

67. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

68. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver, or *curator bonis* appointed by that Court, and any such committee, receiver, *curator bonis*, or other person may, on a poll, vote by proxy.

69. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid.

70. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.

71. On a poll votes may be given either personally or by proxy.

72. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under a seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

73. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Registered Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, being not more than forty-eight hours and not less than twenty-four hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

74. An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:

HOME BREWERY COMPANY LIMITED

I/We, _____, of _____, being a Member/Members of the above-named Company, hereby appoint _____, of _____, or failing him, _____, of _____, as my/our proxy to vote for me/us on my/our behalf at the Annual [or Extraordinary, as the case may be] General Meeting of the Company to be held on the _____ day of _____, 19____, and at any adjournment thereof.

Signed this day of , 19 .

75. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the said form or a form as near thereto as circumstances admit, with the following words or words to the like effect added:

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

76. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation, or transfer as aforesaid shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

78. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

DIRECTORS

79. Unless and until the Company in General Meeting shall otherwise determine, the number of the Directors shall be not less than three nor more than twelve.

80. The remuneration of the Directors (other than Executive Directors with whom the Company has entered into Service Agreements) for their services shall be at such rate as the Company in General Meeting may from time to time determine, and shall be divided among them in such proportions and in such manner as they shall agree, or in default of agreement equally. The Company in General Meeting may also vote extra remuneration to the Directors which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company, or in connection with the business of the Company. If any Director, being willing, shall be called upon to perform extra services or to devote exceptional time to the Company's affairs in going or residing abroad, or otherwise for any of the purposes of the Company, such Director may be specially remunerated as may be determined by the Directors, and such special remuneration may be either in addition to or in substitution for the remuneration above provided. Service as Chairman shall be deemed an extra service for the purpose of this Article.

81. The qualification of a Director shall be the holding of One Hundred Ordinary Shares.

82. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as Shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise direct.

BORROWING POWERS

83. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party provided that the aggregate of the amounts borrowed by the Company and by any subsidiary companies for the time being and remaining outstanding at any one time (excluding inter-Company loans) shall not exceed the share capital of the Company for the time being issued and fully paid up or credited as paid up unless previously sanctioned by an Ordinary Resolution of the Company and by a resolution passed at a separate meeting of the 5 $\frac{1}{4}$ per cent Cumulative Preference Shareholders in the manner required for a modification of their rights, but, nevertheless, no lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limits hereby imposed had been or were thereby exceeded.

For the purposes of this Article:

- (A) Moneys borrowed by a person other than a subsidiary company of the Company the repayment whereof is guaranteed by the Company or by such a subsidiary company; and

(B) shares issued by a company other than the Company repayment of the capital whereof is guaranteed by the Company or a subsidiary company of the Company

shall be deemed to be moneys borrowed by the Company or by that subsidiary company.

POWERS AND DUTIES OF DIRECTORS

84. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent therewith, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In cases where freehold properties of the Company have been or are about to be acquired compulsorily by local or other authorities no Director shall, except with the authority of a resolution of a Meeting of Directors, enter into negotiations in respect of such compulsory acquisition on terms which include the acceptance by the Company of substituted land or buildings of a tenure other than freehold.

84A. (i) The Directors may from time to time appoint any person in the employment of the Company to act in the special capacity of advising and assisting the Board and when invited by them so to do to attend the meetings of the Board. Any person appointed under this Article is hereinafter referred to as an Assistant or Technical Director.

(ii) An Assistant or Technical Director shall not be a member of the Board and if at the invitation of the Directors he attends a meeting of the Board he shall not be entitled to vote thereat nor shall he be counted in the quorum thereat.

(iii) The Directors may define and limit the powers and duties of Assistant or Technical Directors and may determine their remuneration.

(iv) The appointment of an Assistant or Technical Director shall terminate if he shall cease to be in the employment of the Company in any capacity other than that of an Assistant or Technical Director or if the Directors resolve that his appointment be terminated.

(v) The appointment of a person to be an Assistant or Technical Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company in any other capacity whether as regards powers, duties, remuneration or otherwise.

85. The Directors may from time to time and at any time by power of attorney appoint any company, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.

86. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.

87. The Company may exercise the powers conferred upon the Company by Sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Directors may (subject to the provisions of those Sections) make and vary such regulations as they may think fit respecting the keeping of any such Register.

88. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the Meeting, but neither of these prohibitions shall apply to:

- (A) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (B) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (C) any contract by a Director to subscribe for or underwrite Shares or Debentures of the Company; or
- (D) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of Shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement, or transaction, by the Company in General Meeting.

(3) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(4) A Director, notwithstanding his interest, may be counted in the quorum present at any Meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

89. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

90. The Directors shall cause Minutes to be made in books provided for the purpose:

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
- (C) of all resolutions and proceedings at all Meetings of the Company and of the Directors and of Committees of Directors.

91. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents, and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension, or allowance.

DISQUALIFICATION OF DIRECTORS

92. The office of Director shall be vacated if the Director:

- (A) ceases to be a Director by virtue of Section 182 of the Act; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) becomes of unsound mind; or
- (E) resigns his office by notice in writing to the Company; or
- (F) shall for more than three months have been absent without permission of the Directors from Meetings of the Directors held during that period.

The provisions of sub-sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company, but no person shall be appointed a Director of the Company who has attained the age of 65 and a Director shall vacate his office at the next annual general meeting after he attains the age of 65 and in respect of such vacation of office no provision contained in these articles for automatic reappointment of retiring directors in default of another appointment shall apply but any such vacancy may be filled as a casual vacancy. Provided always that a person may be appointed Director at any age and a Director may continue in office after attaining any age and shall not be required to retire upon attaining the age of 65 as aforesaid if his appointment or continuance as a Director is approved annually by the Company in general meeting.

ROTATION OF DIRECTORS

93. At the Annual General Meeting in each year one third of the Directors for the time being (excluding those over the age of 65 who are appointed and retire annually) or, if their number is not a multiple of three, then the number nearest to but not exceeding one third shall retire from office.

94. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

95. A retiring Director shall be eligible for re-election.

96. The Company at the Meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and lost.

97. No person other than a Director retiring at the Meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless not less than seven nor more than twenty-one days before the date appointed for the Meeting there shall have been left at the Registered Office of the Company notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

98. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

99. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting.

100. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, or by Extraordinary Resolution, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

101. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Article, and without prejudice to the powers of the Directors under Article 99 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at

the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

102. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Directors for the time being absent from the United Kingdom.

103. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

104. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

105. The Directors may elect a Chairman and a Deputy Chairman of their Meetings and determine the period for which each is to hold office; but if no such Chairman or Deputy Chairman is elected, or if at any Meeting the Chairman or Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

106. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

107. A Committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.

108. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

109. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

110. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held.

MANAGING DIRECTOR

111. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he cease from any cause to be a Director.

112. A Managing Director shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine.

113. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

SECRETARY

114. The Secretary shall be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

115. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

116. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by two Directors and shall (subject to Article 11) be countersigned by the Secretary or by a third Director or by some other person appointed by the Directors for the purpose.

DIVIDENDS AND RESERVE

117. The Company in General Meeting may declare Dividends, but no Dividend shall exceed the amount recommended by the Directors.

118. The Directors may from time to time pay to the Members such interim Dividends as appear to the Directors to be justified by the profits of the Company.

119. No Dividends shall be paid otherwise than out of profits.

120. The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of

the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

121. Subject to the rights of persons (if any) entitled to Shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

122. The Directors may deduct from any Dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.

123. Any General Meeting declaring a Dividend or Bonus may direct payment of such Dividend or Bonus wholly or partly by the distribution of specific assets, and in particular of paid up shares, debentures, or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue Fractional Certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

124. Any Dividend, interest, or other moneys payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one, two, or more joint holders may give effectual receipts for any Dividends, Bonuses, or other moneys payable in respect of the Shares held by them as joint holders.

125. No Dividend shall bear interest against the Company.

126. A General Meeting may resolve that any surplus moneys arising from the realisation of any Capital assets of the Company, or any investments representing the same, or any other undistributed profits of the Company not subject to charge for income tax, be distributed among the holders of Ordinary Shares and "S" Ordinary Shares of the Company on the footing that they receive the same as Capital.

ACCOUNTS

127. The Directors shall cause proper Books of Account to be kept with respect to:

- (A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

- (B) all sales and purchases of goods by the Company ; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such Books of Account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

128. The Books of Account shall be kept at the Registered Office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

129. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

130. The Directors shall from time to time, in accordance with Sections 148, 150, and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

131. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' Report, shall not less than twenty-one days before the Meeting be sent to every Member of and every holder of Debentures of the Company, and to every person registered under Article 33, and three copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London, and of any other Stock Exchange on which quotation for all or any of the Shares of the Company is, for the time being, being granted. This Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures.

CAPITALISATION OF PROFITS

132. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's Reserve Accounts or to the credit of the Profit and Loss Account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of Dividend, and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or Debentures or Debenture or Loan Stock (whether secured or not) of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution: Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid Bonus Shares.

133. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or Debentures or Debenture or Loan Stock and generally do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of Fractional Certificates or by payment in cash or otherwise as they think fit for the case of Shares or Debentures or Debenture or Loan Stock becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or Debentures or Debenture or Loan Stock, to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

AUDIT

134. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

135. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address (if any) within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

136. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.

137. A notice may be given by the Company to the persons entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address (if any) within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

138. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (A) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

- (B) every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the Meeting; and
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

WINDING UP

139. In a winding up of the Company the surplus assets of the Company shall be applied first in payment off of any existing Preference Shares of the Company together with any additional payment provided for in the terms of issue of such Preference Shares and subject thereto such surplus assets shall be divided amongst the holders of the Ordinary Shares and "S" Ordinary Shares of the Company in proportion to their respective holdings.

140. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not), and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the Members or different classes of Members, having regard to their respective rights. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.

INDEMNITY

141. Every Director, Managing Director, Agent, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.